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Attorneys for Plaintiff

UNITED STATES DISTRICT COURT
EASTERN DISTRICT OF NEW YORK

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SOUNDBRUSH RECORDS LLC, :
Plaintiff, : No. 1:14-cv-01788-DLI-LB
v. : PLAINTIFF'S ANSWER AND
LEAFNOTES INC., JAYSON RHYNAS : AFFIRMATIVE DEFENSES TO
and BASIL AL-DAJANE : DEFENDANT'S
Defendants. : COUNTERCLAIMS
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Plaintiff Soundbrush Records LLC ("Plaintiff" or "Soundbrush"), by its attorneys, Frankfurt Kurnit Klein & Selz, P.C., hereby states as follows for its Answer and Affirmative Defenses ("Answer") to the Counterclaims filed by Defendants in the above-captioned action. Soundbrush denies each allegation in the Counterclaims unless expressly admitted.

COUNTERCLAIMS

1. Soundbrush denies the allegations contained in Paragraph 1 of the Counterclaims except refers the Court to the Counterclaims for the contents thereof.
2. Soundbrush denies the allegations contained in Paragraph 2 of the Counterclaims except admits that Soundbrush is affiliated with Roger Davidson and that it records and produces musical albums, *inter alia*.

3. Soundbrush admits the allegations contained in Paragraph 3 of the Counterclaims and refers the Court to the relevant website for an accurate recitation of the contents thereof.

4. Soundbrush denies the allegations contained in Paragraph 4 of the Counterclaims except admits that Soundbrush's website features albums by Mr. Davison and other artists and refers the Court to the relevant website for an accurate recitation of the contents thereof.

5. Soundbrush denies the allegations contained in Paragraph 5 of the Counterclaims except admits that the text recited in this Paragraph appears as part of the current version of the website at the provided URL and refers the Court to the relevant website for an accurate recitation of the contents thereof.

6. Soundbrush denies the allegations contained in Paragraph 6 of the Counterclaims except admits that the text recited in this Paragraph is part of the current version of the website at the provided URL and refers the Court to the relevant website for an accurate recitation of the contents thereof.

7. Soundbrush denies the allegations contained in Paragraph 7 of the Counterclaims.

8. Soundbrush denies the allegations contained in Paragraph 8 of the Counterclaims expect admits that on December 12, 2011 Soundbrush filed a trademark application with the United States Patent and Trademark Office for registration of the mark SOUNDBRUSH RECORDS for "record production, audio recording and production, and videotape production, all featuring music; record production, audio recording and production, and videotape production, all featuring music resulting from a collaboration between musicians and visual artists and/or the inspirations of musicians by visual artists."

9. Soundbrush admits the allegations contained in Paragraph 9 of the Counterclaims.

10. Soundbrush denies the allegations contained in Paragraph 10 of the Counterclaims.

11. Soundbrush denies the allegations contained in Paragraph 11 of the Counterclaims.

12. Soundbrush denies the allegations contained in Paragraph 12 of the Counterclaims.

13. Soundbrush denies the allegations contained in Paragraph 13 of the Counterclaims.

14. Soundbrush denies the allegations contained in Paragraph 14 of the Counterclaims.

15. Soundbrush denies the allegations contained in Paragraph 15 of the Counterclaims.

16. Soundbrush denies knowledge or information sufficient to form a belief as to the allegations contained in Paragraph 16 of the Counterclaims.

17. Soundbrush denies the allegations contained in Paragraph 17 of the Counterclaims.

FIRST COUNTERCLAIM
(Cancellation of Registration for Fraud Under U.S.C. §§1064, 1119)

18. Soundbrush reasserts and incorporates by reference its answers to the allegations in Paragraphs 1 to 17, as if fully set forth herein.

19. Soundbrush denies the allegations in Paragraph 19 of the Counterclaims.

20. Soundbrush denies the allegations in Paragraph 20 of the Counterclaims.

21. Soundbrush denies the allegations in Paragraph 21 of the Counterclaims.

22. Soundbrush denies the allegations in Paragraph 22 of the Counterclaims.

SECOND COUNTERCLAIM
**(Cancellation or Modification of Registration for Nonuse/Abandonment Under 15
U.S.C. §§ 1068, 1119)**

23. Soundbrush reasserts and incorporates by reference its answers to the allegations in Paragraphs 1 to 22, as if fully set forth herein.
24. Soundbrush denies the allegations in Paragraph 24 of the Counterclaims.
25. Soundbrush denies the allegations in Paragraph 25 of the Counterclaims.
26. Soundbrush denies the allegations in Paragraph 26 of the Counterclaims.

AFFIRMATIVE DEFENSES

**FIRST DEFENSE
(Failure to State a Claim)**

1. Defendants fail to state a claim upon which relief can be granted.

**SECOND DEFENSE
(Unclean Hands)**

2. Defendants are barred in equity from claiming or recovering any relief set forth in the Counterclaims and each and every cause of action alleged therein because of their conduct under the doctrine of unclean hands.

**THIRD DEFENSE
(Lack of Standing)**

3. Defendants lack standing to bring their counterclaims.

**FOURTH DEFENSE
(Laches)**

4. Defendants counterclaims are barred by the doctrine of laches.

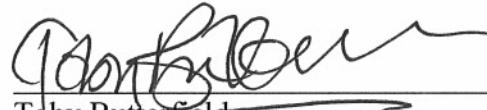
**RESERVATION OF RIGHTS TO ALLEGE
OTHER DEFENSES**

Soundbrush reserves the right to amend its Answer to add additional defenses or to eliminate or withdraw defenses as may become necessary after a reasonable opportunity for appropriate discovery.

DATED: New York, New York
August 6, 2014

FRANKFURT KURNIT KLEIN & SELZ, P.C.

By:



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